

Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|------------------------------|
| Name of entity | IOOF Holdings Limited |
| ABN | 49 100 103 722 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-------------------|
| Name of Director | Roger Sexton |
| Date of last notice | 15 September 2014 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | As shown |
| Date of change | 30 September 2014 |
| No. of securities held prior to change Direct IOOF Investment Management Limited ATF IOOF NED Deferred Share Purchase Plan A/C <Roger Sexton> Kijomi Holdings Pty Ltd <ATF RN Sexton Superannuation Fund> | 22,313 ordinary shares 23,627 ordinary shares 39,410 ordinary shares |
| Class | Fully paid ordinary shares |
| Number acquired | 4,724 ordinary shares 276 ordinary shares |
| Number disposed | Nil |

+ See chapter 19 for defined terms.

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| | |
|--|--|
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | 4,274 @ \$8.49 276 @ \$8.50 |
| No. of securities held prior to change Direct IOOF Investment Management Limited ATF IOOF NED Deferred Share Purchase Plan A/C <Roger Sexton> Kijomi Holdings Pty Ltd <ATF RN Sexton Superannuation Fund> | 22,313 ordinary shares 23,627 ordinary shares 44,410 ordinary shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade. |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|----|
| Detail of contract | NA |
| Nature of interest | NA |
| Name of registered holder (if issued securities) | NA |
| Date of change | NA |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | NA |
| Interest acquired | NA |
| Interest disposed | NA |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | NA |
| Interest after change | NA |

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No. |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | NA |
| If prior written clearance was provided, on what date was this provided? | NA |

⁺ See chapter 19 for defined terms.

